

To**The Board of Directors
M/s. S.I. Capital & Financial Services Limited
64, Montieth Road, Egmore
Madras – 600 008, Tamil Nadu**

Dear Sir

Sub: RECONCILIATION OF SHARE CAPITAL AUDIT REPORT

I have examined the Register of Members, Beneficiary details furnished by the Depositories and other related records / documents maintained by M/s. S.I. Capital & Financial Services Limited (hereinafter referred to as 'the Company') and its Registrar and Share Transfer Agents, M/s. GNSA Infotech Ltd for issuing this Certificate, in accordance with Circular No. DD&CC/FITTC/CIR-16/2002 dated December 31, 2002 issued by the Securities and Exchange Board of India.

In my opinion and to the best of my knowledge and according to the information and explanations given to me and based on such verification as considered necessary, I hereby report the following:

CERTIFICATE

| | |
|---|---|
| 1. As on | 31st December, 2013 |
| 2. ISIN | INE417F01017 |
| 3. Face Value | Rupees 10/- |
| 4. Name of the Company | S.I. Capital & Financial Services Limited |
| 5. Registered Office Address | 64, Montieth Road, Egmore, Madras – 600008, Tamil Nadu |
| 6. Correspondence Address | 64, Montieth Road, Egmore, Madras – 600008, Tamil Nadu |
| 7. Telephone & Fax Nos. | Tel: 044 28415438 /39 |
| 8. Email address | info@sicapital.co.in |
| 9. Names of the Stock Exchanges where the company's Securities are Listed | Bombay Stock Exchange Limited, Mumbai Madras Stock Exchange Limited, Chennai |

| | Number of Shares | % of Total Issued Capital |
|--|------------------|---------------------------|
| 10. Issued Capital | 30,00,000 | |
| 11. Listed Capital (<i>In all the above Stock Exchanges</i>) | 30,00,000 | |
| 12. Held in dematerialized form in CDSL | Nil | |
| 13. Held in dematerialized form in NSDL | 14,06,240 | 46.87 |
| 14. Physical | 15,93,760 | 53.13 |
| 15. Total No. of Shares (12+13+14) | 30,00,000 | 100.00 |



| | |
|--|--|
| 16. Reasons for difference if any, between (10&11), (10&15), (11&15) | Not applicable |
| 17. Certifying the details of changes in the share capital during the quarter under consideration if any | There is no change in Share Capital of the Company during the quarter ended 31.12.2013 |
| 18. Register of Members is updated (Yes / No) If not updated – upto which date | Yes |
| 19. Reference of Previous quarter with regards to excess dematerialised shares, if any | Not Applicable |
| 20. Has the company resolved the matter mentioned in point no.19 above in the current quarter? If not, reason why? | Not Applicable |

21. Mention the total no. of requests, if any, confirmed after 21 days and the total no. of requests pending beyond 21 days with the reasons for delay

| Total No. of demat requests | No. of requests | No. of shares | Reasons for delay |
|-------------------------------|-----------------|---------------|-------------------|
| Confirmed after 21 days | Nil | Nil | Nil |
| Pending for more than 21 days | Nil | Nil | Nil |

22. Name, Telephone & Fax No. of the Compliance Officer of the Co.

Abraham Kurien Vettath
64, Montieth Road, Egmore,
Madras – 600008, Tamil Nadu
Tel: 044 28415438 /39

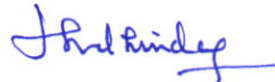
23. Name, Address, Tel. & Fax No., Regn. No. of the Company Secretary in practice

V. Sudhindar,
Company Secretary in Practice
ACS No: 5722, C.P. No: 5522
New No: 10, Arunagiri Street, 1st Floor, Mandaveli
Chennai – 600 028
Ph No: 044-24936838

24. Appointment of common agency for share registry work (name & address):

GNSA Infotech Ltd
Nelson Chambers Block F, 5th Floor,
115, Nelson Manickam Road
Aminthakarai, Chennai 600029
Tel : 44-4296 2000

25. Any other detail that the auditor may like to provide. (e.g. BIFR company, delisting from SE, company changed its name etc.) : -NIL-



V. SUDHINDAR

Place: Chennai
Date: 27/01/2014



PRACTICING COMPANY SECRETARY
CP No. 5522

V. SUDHINDAR, M.Sc., B.G.L., A.C.S.
Company Secretary
C.P. No: 5522